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-and-

Jill L. Murch (*pro hac vice pending*)
Emily R. Haus (*pro hac vice pending*)
Foley & Lardner LLP
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Chicago, IL 60610-4764
Tel: (312) 832-4500
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Attorneys For Holset Engineering Company

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**HOLSET ENGINEERING COMPANY'S RESPONSE TO DEBTORS'
SEVENTEENTH OMNIBUS CLAIMS OBJECTION**

Holset Engineering Company, Ltd. ("Holset"), by and through its counsel, and for its
Response to the Debtors' Seventeenth Omnibus Claims Objection, respectfully states as follows:

BACKGROUND

1. Holset develops, manufactures and sells turbochargers for a wide-variety of engines. Delphi Automotive Systems Tennessee, Inc. ("Delphi Tennessee"), one of the Debtors, purchased a Lever, Tur Actuator (the "Item") from Holset for the price of \$4,950.96. The Item

was sent to Delphi Tennessee via Federal Express next-day service along with an invoice for that amount (the “Invoice”) on June 9, 2005. Delphi Tennessee received the Item, but never paid the Invoice.

2. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for Chapter 11 Bankruptcy. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code Sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

3. On April 12, 2006, this Court entered an Order Under 11 U.S.C. §§ 107(b), 501, 502 And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket. No. 3206) (the “Bar Date Order”). The Bar Date Order established July 31, 2006 as the Claims Bar Date (the “Bar Date”).

The Holset Claim

4. On July 26, 2006, Holset timely filed proof of claim number 11214, an unsecured claim in the amount of \$4,950.96, representing the amount due for the Item under the Invoice (the “Holset Claim”). A true and correct copy of the Holset Claim is attached hereto as Exhibit A. Attached to the Holset Claim was a page from a Selectable Aged Trial Balance Detail showing the Invoice amount as past due and a copy of the Invoice.

Debtor’s Seventeenth Omnibus Objection

5. On June 15, 2007, the Debtors filed the Debtors’ Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors’ Books And Records, (C) Insurance Claim Not Reflected On Debtors’ Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To

Modification, And Modified Claims Asserting Reclamation (the “Seventeenth Omnibus Objection”). The Seventeenth Omnibus Objection, in relevant part, requests this Court to enter an order disallowing and expunging the claims referenced on its Exhibit A-1. The Holset Claim was listed under Exhibit A-1 to the Seventeenth Omnibus Objection as an Insufficiently Documented Claim.

6. Also on June 15, 2007, the Debtors sent Holset a Notice of Objection to Claim, notifying Holset that in the Debtors’ Seventeenth Omnibus Objection the Holset Claim had been objected to on the basis of insufficient documentation.

DEBTORS HAVE RECEIVED SUFFICIENT DOCUMENTATION

7. The Debtors have received sufficient documentation in support of the Holset Claim. Attached to the Holset Claim is Holset’s Selectable Aged Trial Balance Detail evidencing the \$4,950.96 balance due and owing to Holset.

8. Subsequent to the filing of the Holset Claim, representatives of the Debtors (including Ms. Toni Shaw of Delphi) contacted counsel for Holset and requested additional information regarding Holset’s claim. Holset provided Debtors’ representatives with additional information, as requested, including the Purchase Order Number, as reflected in Exhibit B, and the Purchase Order as reflected in Exhibit C.

9. The only other documentation requested by Ms. Shaw was the proof of delivery slip for the Item. Holset’s counsel explained to Ms. Shaw that the Holset slip had been archived and that it would take weeks to locate. However, Holset conveyed telephonically to Ms. Shaw that it would be willing to undertake a search for such slip if Delphi required such information in addition to the information Holset subsequently provided. Ms. Shaw agreed to contact counsel for Holset if such information was needed and asked that counsel for Holset memorialize this discussion with Ms. Shaw via email, as was done in Exhibit C.

10. In her reply to the June 12, 2007 e-mail from Holset's counsel, Ms. Shaw informed Holset's counsel that she would notify counsel to Holset if additional information was needed to complete the claim. See Exhibit C. Ms. Shaw made no further request for information.

11. Holset has timely furnished the information requested by Delphi and has not received any additional instructions from Delphi as to items required to substantiate Holset's Proof of Claim.

12. In light of the documentation subsequently submitted by Holset, Holset respectfully requests that the Court find that the Holset Claim was sufficiently documented, and overrule the Debtors' Seventeenth Omnibus Objection as it relates to the Holset Claim.

Respectfully submitted by:

/s/ Jill L. Murch

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Attorneys for Holset Engineering Company, Ltd.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK (Manhattan Division)		PROOF OF CLAIM
Name of Debtor DELPHI AUTOMOTIVE SYSTEMS TENNESSEE, INC.	Case Number 05-44558	Received AUG 04 2006 Kurtzman Carson <small>THIS SPACE IS FOR COURT USE ONLY</small>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Holset Engineering Company, Ltd. c/o Cummins Business Services	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: Jill L. Murch Foley & Lardner LLP 321 North Clark Street, Suite 2800 Chicago, Illinois 60610 Telephone number: 312-832-4500		
Last four digits of account or other number by which creditor identifies debtor: See Attached Addendum	Check here <input type="checkbox"/> replaces a previously filed claim, dated: _____ if this claim <input type="checkbox"/> amends	
1. Basis for Claim <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other </div> <div style="width: 50%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div> </div> </div>		
2. Date debt was incurred: See Attached Addendum 3. If court judgment, date obtained:		
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
Unsecured Nonpriority Claim \$ 4,950.96 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. See Addendum	Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	
Unsecured Priority Claim <input type="checkbox"/> Check this box if you an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic Support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000), * earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(5).	<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other- Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <i>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>	
5. Total Amount of Claim at Time Case Filed: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> \$4,950.96 (unsecured) \$ (secured) \$ (priority) \$4,950.96 (total) </div> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <div style="border: 1px solid black; padding: 10px; text-align: center;"> RECEIVED 26 2006 CLAIMS PROCESSING CENTER USBC, SDNY </div>
Date 7-21-06	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: right;"> Bobby Morrow, Credit & Collections Manager Cummins Business Services </div> </div>	

Selectable Aged Trial Balance Detail

Organization: US Operating Unit

Program: ARX400M
Run Date: 04/26/06 15.11.06

Customer Type Selected: 330046
Businesses Included: External Only

Cummins	NO	Platguard	NO	Holset	Yes
Aftermkt	NO	Nelson	NO	Cons Diesel	NO
CMD	NO	CPG	NO	CWI	NO
PGA	NO	Newage	NO	FNM-Mexico	NO

Single Entity Included: Detail
Detail Level: 1-5, 6-30, 30+ Aging
Aging Template Used:

*** All amounts translated to Functional or Base Currency ***

Trx Number	Trx Date	PO Number	Par Bus Type	Trx Desc	Due Date	Orig Curr Code	Total AR Amount	Current	1-5 Days	6-30 Days	Over 30 Days	Total Past Due
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Customer Name: DELPHI DIESEL SYSTEM Customer Number: 330046 Address Reference: 10029929 Legacy Number: 08637
JST608196 JUN 9, 05 JMS41674 IDE HCSN Invc JUL 9, 05 USD 4,950.96 .00 .00 4,950.96 4,950.96

TOTAL 4,950.96 .00 .00 4,950.96 4,950.96

PO BOX 96270
CHICAGO IL 60693-6270

Invoice

608196

09-JUN-05 1 of 1

JMS41674

356079

938089

DEL01

MR - DELPHI

J. SANDOVAL
DELPHI AUTOMOTIVE SYSTEMS
DELPHI AUTOMOTIVE SYSTEM
DELPHI - E
32 CELEBRITY WAGON
EL PASO TX 79906

JEFF STEGE
DELPHI AUTOMOTIVE SYSTEMS
DELPHI AUTOMOTIVE SYSTEM
EQUIPMENT & TOOLING
48 WALTER JONES
DOCKS 87 & 88
EL PASO TX 79906

30 NET

09-JUL-05

PROTO-EXTERNAL

J. SANDOVAL

09-JUN-05

UPS - NEXT DAY SERV 1Z1X23K4019502641

Invoice Description

1 4041618 LEVER, TUR ACTUATOR

24

24

206.29

4950.96

4950.96

0.00

0.00

4950.96

Currency: USD

EXHIBIT B

Haus, Emily

From: Zollett, Andrea K
Sent: Wednesday, June 20, 2007 12:58 PM
To: Haus, Emily
Subject: FW: Delphi/Holset

From: Zollett, Andrea K
Sent: Monday, June 11, 2007 3:32 PM
To: 'Toni.shaw@delphi.com'
Cc: Murch, Jill L.
Subject: Delphi/Holset

Toni,

Thank you for speaking with us this afternoon. We greatly appreciate your efforts in trying to resolve the Holset claim.

Per your request, I am writing to confirm that we were able to provide the purchase order number for the Holset invoice. The purchase order number is JMS41674. Our client has not yet located the proof of delivery, as this was cleared by a credit memo and is over two years old. We have been told that the proof of delivery has been archived and it would take Holset weeks to locate it if Holset has it in its possession. Holset has informed us that the purchase order is a document that belongs to Delphi and that often Holset is only given the purchase order number rather than a copy of the purchase order itself. Of course, please do not hesitate to contact me or Jill Murch if you have further questions. We look forward to hearing from you and working with you to get this resolved.

Best regards,

Andrea K. Zollett
Foley & Lardner LLP
321 N. Clark St., Ste. 2800
Chicago, IL 60610
Phone: 312.832.4555
Fax: 312.832.4700



6/26/2007

EXHIBIT C

Haus, Emily

From: Zollett, Andrea K
Sent: Wednesday, June 20, 2007 12:58 PM
To: Haus, Emily
Subject: FW: Delphi Proof of Claims (POC): Claim#11214 - Holset Engineering

From: Shaw, Toni [mailto:toni.shaw@delphi.com]
Sent: Tuesday, June 12, 2007 9:22 AM
To: Zollett, Andrea K
Cc: Murch, Jill L.
Subject: Delphi Proof of Claims (POC): Claim#11214 - Holset Engineering

Hi Andrea,

Thanks for getting this information to me; it will be included in the claim file for reconciling.

Should I find that additional information is needed to complete the claim, you will be notified.

Many thanks,

*Toni Shaw
Delphi Proof of Claim
900 Tower Drive, 9th Floor
Troy, MI 48098 USA
Tel: (248) 265-4293
Fax: (248) 265-4277
Email: toni.shaw@delphi.com*

From: Zollett, Andrea K [mailto:AZollett@foley.com]
Sent: Tuesday, June 12, 2007 9:50 AM
To: Shaw, Toni
Cc: Murch, Jill L.
Subject: Delphi/Holset

Hi Toni, our clients were able to locate the PO that you requested. It is attached to this email. Thank you.

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6/26/2007

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Attorneys For Holset Engineering Company

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

CERTIFICATION OF SERVICE

Katherine E. Hall, of full age, certifies as follows:

I am a Paralegal employed with the firm of Foley & Lardner LLP, Attorneys for
Holset Engineering Company listed in the documents herein.

On July 10, 2007, I filed HOLSET ENGINEERING COMPANY'S RESPONSE
TO DEBTORS' SEVENTEENTH OMNIBUS CLAIMS OBJECTION, electronically with the
United States Bankruptcy Court for the Southern District of New York.

The following parties were served at the addresses set forth herein via overnight delivery.

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attn: General Counsel

Skadden Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attn: John Wm. Butler, Jr., John K. Lyons,
and Joseph N. Warton

Hon. Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court
One Bowling Green
Room 632
New York, NY 10004

/s/ Katherine E. Hall

Sworn to before me this
10th day of July 2007
/s/ Yolanda C. Peña
Notary Public, State of Illinois